

BYLAWS
OHIO VALLEY CHAPTER OF THE SOCIETY OF COSMETIC CHEMISTS

ARTICLE I **NAME AND OBJECT**

Section 1 The name of the organization shall be the “Ohio Valley Chapter of the Society of Cosmetic Chemists,” hereinafter referred to as “the Chapter.”

Section 1a Officers elected to serve the chapter (See Article V below) shall be hereinafter referred to as the “Chapter Board”.

Section 2a The object of the Chapter shall be the promotion of all interests pertaining to scientists employed in the cosmetic, toiletries, and related industries; the Chapter shall coordinate its efforts with the Society of Cosmetic Chemists, hereinafter referred to as the “Society.” Its purposes shall be limited to such activities as are scientific, educational, or charitable.

Section 2b Notwithstanding any other provision of these bylaws, the purposes for which this Chapter is organized are exclusively charitable, educational or scientific within the meaning of section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these bylaws, this Chapter shall not carry on any activities not permitted to be carried on by (a) an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the Chapter will be turned over to the Society of Cosmetic Chemists, if it is then exempt as an organization described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any future Internal Revenue Code. If the Society of Cosmetic Chemists is not then so exempt, the residual assets of the Chapter will be turned over to one or more organizations that are then so exempt, or to a Federal, State or local government for exclusively public purpose. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to, its directors or officers or employees. No substantial part of the activities of the Chapter shall consist of attempting to influence legislation, and it shall not participate in, or intervene in (including the publication or distribution of statement), any political campaign on behalf of any candidate for public office.

Section 2c The Society’s Board of directors may dissolve the Chapter or prohibit the use of the Society’s name if the Chapter contravenes the purposes or policies of the Society.

Section 3 The Chapter shall be governed by the Constitution and Bylaws of the Society. The Chapter shall be empowered to adopt such Bylaws as are deemed necessary for the proper function of its activities, none of which shall be in contravention to any provision of the Constitution and Bylaws of the Society, either in fact or in spirit. The Bylaws of the Chapter shall be filed with the Society Secretary

and the Society Office. The Chapter Bylaws are subject to approval by the Board of Directors of the Society.

Section 4 Similar to National, those chapters with assets over \$250,000 will be required to have audited financial statements annually. The smaller chapters can prepare compilations, but should be audited on a periodic basis (once every 3 years). Audited statements should be sent to the Board for review.

ARTICLE II HEADQUARTERS AND MEMBERSHIP

Section 1 The headquarters of the Chapter shall be in the Greater Cincinnati area. The official mailing address for the Chapter is:
9378 Mason-Montgomery Road,
Box 435
Mason, OH 45040
A second mailing address shall be the Society office: 120 Wall Street, Suite 2400, New York, N.Y. 10005-4088.

Section 2 Any member of the Society not a member of the Ohio Valley Chapter may become a member of the Chapter upon application to the Society office and upon approval of the Board of Directors.

Section 3 Applications are processed by the Admissions Committee.

ARTICLE III MEETINGS OF MEMBERS

Section 1 A minimum of four chapter meetings shall be held annually.

Section 2 The place, time and program for each meeting shall be selected and approved by the Chapter Board at least 4 weeks prior to the scheduled meeting so that proper notification to the membership can be made.

Section 3 A special meeting of the membership may be called by the Chairperson with the approval of the Chapter Board on FIVE days' notice.

Section 4 A quorum shall consist of TWENTY-FIVE (25%) PERCENT of the membership. No official business may be transacted unless a quorum is present. However, programs that have been scheduled previously may proceed with less than TWENTY-FIVE (25%) PERCENT of the membership present.

Section 5 A majority vote of the quorum shall be necessary to pass on all official business motions except assessments or amendments to the Bylaws, which shall be done by mailed ballots. A majority of the ballots received by mail shall be required for approval or rejection of the proposed assessments on the THIRTY-FIRST day of DECEMBER.

Section 6 The fiscal and business year of the Chapter shall commence on the FIRST day of JANUARY in each year and terminate on the THIRTY-FIRST day in DECEMBER.

ARTICLE IV DUES AND ASSESSMENTS

Section 1 The annual dues shall be established by appropriate action of the Board of Directors and payable to the Society as set forth under the Society Bylaws. The Chapter will receive rebates from the Society as provided for in Bylaw VIII, Section 8, of the Society Bylaws. The Treasurer of the Chapter shall prepare and submit a Year-end Financial Report including a proposed operating budget to the Board of Directors by January 31st each year

ARTICLE V OFFICERS OF THE CHAPTER

Section 1 The Chapter shall have the following officers: Chairperson, Chairperson-Elect, Secretary and Treasurer. No person shall hold more than one office concurrently. During the absence of the Chairperson, the Chairperson-Elect shall exercise all functions of the Chairperson. In the absence of both the Chairperson and the Chairperson-Elect, the Secretary and Treasurer shall serve in that order.

Section 2 On or before the SEPTEMBER chapter meeting, the Chapter Board shall present the name of at least one member but whenever possible, the names of two or more members qualified for each office and found willing to serve as officers of the Chapter for the next fiscal year. After presentation by the Chapter Board of the selected names at the SEPTEMBER chapter meeting, the Chairperson shall call for additional nominations. If additional nominations are made and if the nominees agree to serve if elected, they shall be added to the ballot. Within one week of their nomination, the Chairperson should submit to the Office Director of the Society their names to confirm eligibility to hold office. Once approved by the Society, the Secretary shall arrange for the printing of the election ballots and shall mail one to each voting Chapter member. The ballots must be mailed to the Chairperson-Elect at the official mailing address for the chapter and be received no later than October 30th. Those ballots not properly filled out or not returned as instructed and by the above stated date shall be invalid. The legible signature of a member must appear on the return envelope. The Chairperson-Elect shall count the votes and report the results to the Chapter officers and to the Office Director of the Society no later than October 31st. The results will then be reported to the membership at the NOVEMBER meeting. The candidate receiving a plurality vote shall be accepted as a newly elected officer. In case of a tie vote for any office, the Chapter Board shall elect from the tied candidates. The Chapter Chairperson shall conduct such a vote by telephone, by mail, or at a meeting of the Chapter Board, and the vote of the majority of the Chapter Board for any candidate shall be necessary and sufficient for election. The Chapter Secretary shall provide the appropriate contact information for the incoming officers to the Office Director of the Society.

In the event that a suitable electronic voting system is approved and adopted by the Society, it is permissible for the Chapter to utilize the same system for conducting Chapter elections and approving changes to the Chapter Bylaws.

Section 3 The installation of officers shall be made at the last meeting of the calendar year.

Section 4 Vacancies in the officers shall be filled for the unexpired term by the Chapter Board

ARTICLE VI POWERS AND DUTIES OF THE CHAPTER OFFICERS

Section 1 The Chairperson shall be the Chief Executive Officer of the Chapter and shall preside at all meetings.

Section 2 The Chairperson-Elect shall automatically succeed to the office of Chairperson on the FIRST day of JANUARY.

Section 3 The Secretary shall keep the records of the Chapter and shall in general perform all such duties as are necessary to the office of the Secretary.

Section 4 The Treasurer shall have the custody of all the funds and property of the Chapter. The Treasurer shall enter regularly in the books belonging to the Chapter and kept by him or her for such purposes, an accurate account of all money received and paid, together with a record of all other business transactions. The Treasurer shall, at each meeting if called upon, render a complete to-date accounting of the funds of the Chapter. He or she shall perform at all times such duties as are necessary to the office of the Treasurer. All expenditures in excess of FIFTY (\$50) DOLLARS shall be approved by the Chapter Board. All expenditures for sums less than FIFTY (\$50) DOLLARS must be approved by the officer responsible for the expenditure. Prior to January 31st of each year, the Treasurer shall prepare a Year-end Financial Report including a proposed operating budget for submission to the Board of Directors as provided in the Society Bylaws.

Section 5 The Chairperson-Elect and the Treasurer shall prepare at the end of each year a budget for the ensuing year

Section 6 The Chapter Chairperson and immediate Chairperson-Elect shall act as Councilor Delegates to the Council On Chapter Affairs (COCA) of the Society.

Section 7 In the event that a Chapter Councilor is unable to attend a Council meeting, the Chapter Board shall select Alternate Councilors to serve in his or her stead, for that meeting only.

ARTICLE VII COMMITTEES

Section 1 The Chapter Chairperson may appoint the following Chapter Committees:

- a. Program
- b. House
- c. Membership
- d. Nominating
- e. Hospitality
- f. Publicity

- g. Education
- h. Policy and Bylaws
- i. Interprofessional Relations

The Chairman shall have the right to consolidate committees or appoint such additional special committees as he or she deems necessary for the general welfare. The Chairperson, the Secretary or duly designated officer shall have the privilege of attending all meetings of the Committees.

Section 2 There will also be a Chapter Board which shall consist of the Officers, immediate past Chapter Chairperson, and the Chairpersons of the standing Chapter Committees (if appointed). The Chapter Board shall be the governing body of the Chapter, having full power to conduct, manage, and direct the business and scientific activities of the Chapter. The Chapter Board shall make recommendations to the Chapter that are thought desirable for the general welfare of the organization. Certain specific duties are outlined elsewhere in these Bylaws. A majority vote either in person or by proxy to the Chairperson of the Chapter Board shall be required for recommendation or action. The Chairperson of the Chapter shall be the Chair of the Chapter Board.

ARTICLE VIII COOPERATIVE ACTIVITIES

Section 1. The Chapter Chairperson shall have the power to appoint delegates or representatives to attend meetings of the other organizations.

ARTICLE IX AMENDMENTS TO CHAPTER BYLAWS

Section 1 Proposed amendments shall be submitted to the Society Board of Directors which shall approve or disapprove suggested amendments before a vote of the Chapter membership is taken.

ARTICLE X CONDUCT

Section 1 Contravention of the rules of the Chapter or Society or unprofessional or immoral conduct as described in the Society's "Code of Ethics," shall subject the offender to censure, suspension, or expulsion, as determined by the vote of the Society's Ethics Committee as provided in Society Bylaws VII, Section 1 and 2 provided the accused shall have had from the Society Secretary at least notification in writing, followed by a second notification, of the charges preferred and the opportunity to answer in his or her behalf.

Section 2 No member shall knowingly or willfully allow use of the name of the Chapter or Society to further the advertising or personal ambitions of a member or nonmember.

Section 3 No debts shall be incurred on behalf of the Chapter by any officer or member of the Chapter unless authorized by the Chapter Treasurer or Chapter Chairperson.

